

RECORDATION NO. 19934-B FILED

AUG 01 '07

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SURFACE TRANSPORTATION BOARD

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August 1, 2007

VIA E-FILE

Mr. Vernon A. Williams
Secretary
Office of the Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D C. 20423

Dear Mr. Williams:

Enclosed for electronic filing and to be recorded pursuant to the provisions of 49 U.S.C. Section 11301(a) is an executed copy of the Termination of Lease, dated as of April 1, 2007 (the "Termination") by Citicorp Railmark, Inc. ("CitiRail"), which Termination is a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed Termination relates to that certain Railcar Net Leasing Agreement dated as of December 21, 1994 between CitiRail, as lessor, and Wisconsin Central Ltd. ("Wisconsin Central"), as lessee (the "Railcar Leasing Agreement"), Rider 1 dated as of December 21, 1994 to the Railcar Leasing Agreement ("Rider 1") and Rider 2 dated as of March 17, 1999 to the Railcar Leasing Agreement ("Rider 2"). A Memorandum of Lease Agreement dated as of December 21, 1994 between CitiRail and Wisconsin Central, relating to the Railcar Leasing Agreement and the railcars leased under Rider 1, was duly filed with the Surface Transportation Board (the "STB") on February 15, 1996 and assigned recordation number 19934. A Memorandum of Lease Agreement dated as of March 17, 1999 between CitiRail and Wisconsin Central, relating to the Railcar Leasing Agreement and the railcars leased under Rider 2, was duly filed with the STB on July 2, 1999 and assigned recordation number 19934-A;

The name and address of the party to the enclosed Termination of Lease is:

Lessor: Citicorp Railmark, Inc.
388 Greenwich St., 20th Floor
New York, NY 10013

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Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is as follows: (i) with respect to the railcars under Rider 1, one-hundred (100) mechanical refrigerated boxcars marked in the range FGMR 11714 to FGMR 12769, non-inclusive (which are specifically identified on Schedule A to Rider 1, a copy of which is attached hereto), and (ii) with respect to the railcars under Rider 2, twenty-four (24) boxcars marked SSAM 20075 to SSAM 20098, inclusive.

The required recordation fee of \$35.00 is being paid herewith.

Kindly return a file-stamped copy of the Termination of Lease and this letter to Susan G. Lichtenfeld at DLA Piper US LLP, 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601. Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Termination of Lease, dated as of April 1, 2007, by Citicorp Railmark, Inc.

Documents to Which the Secondary Document Relates

Railcar Net Leasing Agreement ("Railcar Leasing Agreement") dated as of December 21, 1994 between Citicorp Railmark, Inc., as lessor, and Wisconsin Central Ltd., as lessee, Rider 1 thereto dated as of December 21, 1994 ("Rider 1") and Rider 2 thereto dated as of March 17, 1999 ("Rider 2"). A Memorandum of Lease Agreement dated as of December 21, 1994 between Citicorp Railmark, Inc. and Wisconsin Central Ltd., relating to the Railcar Leasing Agreement and the railcars leased under Rider 1, was duly filed with the Surface Transportation Board on February 15, 1996 and assigned recordation number 19934. A Memorandum of Lease Agreement dated as of March 17, 1999 between Citicorp Railmark, Inc. and Wisconsin Central Ltd., relating to the Railcar Leasing Agreement and the railcars leased under Rider 2, was duly filed with the Surface Transportation Board on July 2, 1999 and assigned recordation number 19934-A.

Very truly yours,

DLA Piper US LLP

A handwritten signature in cursive script, reading 'Susan G. Lichtenfeld'.
Susan G. Lichtenfeld

Enclosure

SCHEDULE 1 to RIDER 1

100

gpp ~~99~~ Mechanical Refrigerated Boxcars being
Leased to Wisconsin Central, Ltd.

FGMR 11714 *gpp* ~~78~~

FGMR 11756

FGMR 11762

FGMR 11779

FGMR 11780

FGMR 11808

FGMR 11811

FGMR 11821

FGMR 11826

FGMR 11844

FGMR 11848

FGMR 11849

FGMR 11856

FGMR 11868

FGMR 11917

FGMR 11920

FGMR 11926

FGMR 11928

FGMR 11933

FGMR 11934

FGMR 11955

FGMR 11959

FGMR 11973

FGMR 12275

FGMR 12279

FGMR 12290

FGMR 12293

FGMR 12295

FGMR 12303

FGMR 12304

FGMR 12313

FGMR 12321

FGMR 12328

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FGMR 12333

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TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD


THIS TERMINATION OF LEASE is made as of April 1, 2007 by **Citicorp Railmark, Inc.** (the "Lessor").

WITNESSETH:

1. Lessor and **Wisconsin Central Ltd.** (the "Lessee") entered into a Railcar Net Leasing Agreement dated as of December 21, 1994 (the "Master Lease");
2. Lessor and Lessee entered into Rider 1 dated as of December 21, 1994 (the "Rider 1") to the Master Lease covering the one-hundred (100) mechanical refrigerated boxcars marked in the range FGMR 11714 to FGMR 12769, non-inclusive (which are specifically identified on Schedule A to Rider 1);
3. A Memorandum of Lease Agreement dated as of December 21, 1994 between Lessor and Lessee, relating to the Master Lease and the railcars leased under Rider 1, was duly filed with the Surface Transportation Board (the "STB") on February 15, 1996 and assigned recordation number 19934;
4. Lessor and Lessee entered into Rider 2 dated as of March 17, 1999 (the "Rider 2" and, together with the Master Lease and Rider 1 being collectively, the "Lease") to the Master Lease covering the twenty-four (24) boxcars marked SSAM 20075 to SSAM 20098, inclusive; and
5. A Memorandum of Lease Agreement dated as of March 17, 1999 between Lessor and Lessee, relating to the Master Lease and the railcars leased under Rider 2, was duly filed with the STB on July 2, 1999 and assigned recordation number 19934-A;
6. This Termination of Lease acknowledges for the public record that the Lease has expired in accordance with its terms.
7. The Termination of Lease shall not impair or terminate any of the rights and obligations of the parties under the Lease that survive its termination.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Citicorp Railmark, Inc. by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Citicorp Railmark, Inc. I further declare under penalty of perjury that the foregoing is true and correct.

CITICORP RAILMARK, INC.,
Lessor

By: 
Name: Thomas Pawlicki
Title: SENIOR VICE PRESIDENT